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July 24, 2007

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**VIA ELECTRONIC FILING**

Marlene H. Dortch  
Secretary  
Federal Communications Commission  
445 12th Street, SW  
Washington, D.C. 20554

**Re: Notice of *Ex Parte* Presentations; Consolidated Application for  
Authority to Transfer Control of XM Radio Inc. and Sirius Satellite  
Radio Inc., MB Docket No. 07-57**

Dear Ms. Dortch:

In accordance with Section 1.1206 of the Commission's rules, 47 C.F.R. § 1.1206, and the Commission's Public Notice dated March 29, 2007 (DA 07-1435), this letter notifies the Commission that on July 23, 2007, as counsel for Sirius Satellite Radio Inc. ("Sirius"), the undersigned met with Michelle Carey, Senior Legal Advisor to Chairman Martin. During this meeting, I discussed new satellite radio programming options and provided Ms. Carey with copies of the attached press release and channel lineups.

Respectfully,

/s/ *Gregg Elias*

Gregg Elias  
*Counsel for Sirius Satellite Radio Inc.*

cc: Michelle Carey



## **XM and SIRIUS to Offer A La Carte Programming**

*Companies' FCC Filing to Detail Array of New Offerings Priced From \$6.99 to \$16.99*

*SIRIUS CEO Mel Karmazin to Discuss at National Press Club Address Today*

**NEW YORK, NY and WASHINGTON, DC – July 23, 2007** - SIRIUS Satellite Radio (NASDAQ: SIRI) and XM Satellite Radio (NASDAQ: XMSR) announced today that the merged company will offer American consumers for the first time the opportunity to choose programming on an a la carte basis. This unprecedented offering will provide subscribers with more choices and lower prices and pave the way for a unique form of competition in the entertainment industry—one based on the individual programming preferences of listeners.

Tomorrow, XM and SIRIUS will file their joint reply comments with the Federal Communications Commission (FCC). The filing will include detailed programming and pricing plans, including two a la carte options. One option will allow subscribers to choose 50 channels for just \$6.99 – a 46 percent decrease from the current standard subscription rate of \$12.95. Under this option, customers will also be able to include additional channels for as little as 25 cents each. The second a la carte option will allow subscribers to choose 100 channels and will allow SIRIUS customers to select from some of the best of XM's programming (and XM subscribers to choose from some of the best of SIRIUS' programming).

The combined SIRIUS-XM will also offer several other new programming packages, including two "family-friendly" options, as well. Those choosing one of the "family-friendly" options will be able to block adult-themed programming *and*, for the first time, receive a price credit. These packages will set a new standard in audio entertainment and subscription media, offering lower prices, package options, and "best of both" offerings. The new plans will give consumers the ability to choose from an array of different packages and price points, ranging from \$6.99 – \$16.99. A la carte programming will be available beginning within one year following the merger, and the other programming options will be available beginning within six months following the merger.

"Mel and I are very excited about being able to offer a la carte programming. We think this is going to be great for consumers and great for our business. From the day this transaction was announced, we promised that the merger would enable us to deliver more choices and lower prices for consumers. In our filing tomorrow with the FCC, we will offer detailed plans regarding how we will achieve those goals. These plans will further demonstrate why this merger is overwhelmingly good for consumers and in the public interest," said Gary Parsons, Chairman of XM Satellite Radio.

In total, the companies announced a suite of eight post-merger programming options, all of which adhere to the companies' commitment to maintain and enhance service to existing devices and to ensure that no consumer pays more after the merger for the service they enjoy today.

"The a la carte options and other packages unveiled today demonstrate that consumers will be the beneficiaries of this merger. The efficiencies of the merger will allow the combined companies to save hundreds of millions of dollars a year and give us the opportunity to increase the number of programming options available to subscribers," said Mel Karmazin, CEO of SIRIUS Satellite Radio.

### ***A La Carte Programming***

The combined company will offer two a la carte packages. Consumers will select their channels on-line allowing them to easily review the full-range of each company's programming choices. A la carte programming will only be available for subscribers using new radios, which will be developed following approval of the merger.

- **A La Carte – 50 Channels (\$6.99)** – Currently the only standard package offered by either company is \$12.95 a month. Under this new option, for only \$6.99 per month – a savings of 46 percent – consumers will be able to choose either 50 SIRIUS channels from approximately 100 SIRIUS channels or 50 XM channels from approximately 100 XM channels. Additional channels can be added for 25 cents each, with premium packages priced at additional cost. However, no one choosing this option will pay more than \$12.95 a month.
- **A La Carte – 100 Channels (\$14.99)** – Consumers may also choose an a la carte offering of 100 channels each. SIRIUS customers will be able to choose from some of the best of XM's programming and XM customers will be able to choose from some of the best of SIRIUS' programming. Today this programming would require two monthly subscriptions, totaling \$25.90. The new 100 channel a la carte option represents a savings of 42 percent.

### ***Best of Both Packages Will Be Available on Existing Radios***

Today, if consumers want the best of both XM and SIRIUS, they need two satellite radios and two separate monthly subscriptions totaling \$25.90. Following the merger of SIRIUS and XM, consumers will be able to obtain the best of both SIRIUS and XM, on any of today's satellite radio devices with one monthly subscription. XM customers would continue to receive their existing XM service, *and* be able to obtain certain SIRIUS programming. SIRIUS customers would continue to receive their existing SIRIUS service, *and* be able to obtain certain XM programming. This will be available through existing SIRIUS and XM radios at a monthly cost of \$16.99, a savings of 34 percent, compared to what it would cost to receive both services today.

### ***Discounted Family-Friendly Packages***

Both companies enable comprehensive channel blocking and parental controls today. After the merger, consumers who purchase a family friendly version of XM Everything or SIRIUS Everything can do so for \$11.95, a credit of \$1.00 per month.

SIRIUS customers will also be able to choose a family-friendly version of SIRIUS programming that includes select XM programming. And XM customers can select a family-friendly XM programming option that includes select SIRIUS programming. These packages will cost \$14.99 per month, a credit of \$2.00 per month from the cost of the “best of” packages. Today, a consumer would have to purchase two subscriptions for \$25.90 to get this combined content.

### ***Get Mostly Music or Just News and Sports and Save 23 Percent***

Following the merger, consumers will also have the option of choosing a package of SIRIUS Mostly Music programming or XM Mostly Music programming. Subscribers will also be able to choose a package of SIRIUS News, Sports and Talk programming or XM News, Sports and Talk programming. Each of these packages will be \$9.99 per month, a savings of 23 percent compared to today’s standard subscription of \$12.95.

### ***Like What You Have Today? It Will Still Be Here Tomorrow***

From day one, SIRIUS and XM have promised that no subscriber will pay more after the merger for a service similar to what they enjoy today and that no existing radio will be made obsolete by the merger. The XM Everything and SIRIUS Everything packages will offer a service similar to that offered today for the standard subscription of \$12.95. Customers who choose to keep the subscription package they have today can continue to do so for \$12.95 per month. Customers who purchase XM Everything and SIRIUS Everything packages will also be able to continue their current \$6.99 multi-receiver subscriptions.

Additional detail on the packages is attached to this news release and available at either [www.siriusmerger.com](http://www.siriusmerger.com) or [www.xmmerger.com](http://www.xmmerger.com).

The companies anticipate the merger will close in late 2007.

## Summary of XM Post-Merger Channel Line Up Proposal

OFFERING	# CHANNELS	MONTHLY PRICE: CURRENT	MONTHLY PRICE: POST-MERGER
<b>XM Everything**</b>	Approx. 170	\$12.95	\$12.95
<b>A La Carte I*</b>	Pick Your Own 50 from all but Premium (Optional: Add a Channel @ \$.25 each; Add Super Premium Packages @ \$3.00 or \$6.00 each)	\$12.95	Starting at \$6.99
<b>A La Carte II*</b>	Pick Your Own 100 (including some best of SIRIUS)	\$25.90***	\$14.99
<b>XM Everything &amp; Select SIRIUS**</b>	Approx. 180	\$25.90***	\$16.99
<b>Family Friendly &amp; Select SIRIUS</b>	Approx. 170	\$25.90***	\$14.99
<b>Family Friendly</b>	Approx. 160	\$12.95	\$11.95
<b>Mostly Music</b> Commercial Free Music (58) More Music (5) Kids (2) Religion (1) Emergency & Weather (1)	Approx. 65	\$12.95	\$9.99
<b>News, Sports &amp; Talk</b> News (12) Sports (10) Kids (2) Talk and Entertainment (15) Traffic, Weather and Alerts (21) Religion (1) Emergency & Weather (1)	Approx. 60	\$12.95	\$9.99

\*Available only for subscribers using next generation receivers who select channels via the Internet.

\*\*Consumers may block adult-themed content. Consumers who elect to block adult-themed content will be provided a monthly credit.

\*\*\*Currently requires two subscriptions.

All content is subject to change from time to time due to contractual relationships with third-party providers and for other reasons.

## Summary of SIRIUS Post-Merger Channel Line Up Proposal

OFFERING	# CHANNELS	MONTHLY PRICE: CURRENT	MONTHLY PRICE: POST-MERGER
<b>SIRIUS Everything **</b>	Approx. 130	\$12.95	\$12.95
<b>A La Carte I*</b>	Pick Your Own 50 (Optional: Add a Channel @ \$.25 Each; Add Super Premium Packages @ \$6.00 or \$5.00 Each)	\$12.95	Starting at \$6.99
<b>A La Carte II*</b>	Pick Your Own 100 (Including some best of XM)	\$25.90***	\$14.99
<b>Everything SIRIUS &amp; Select XM**</b>	Approx. 140	\$25.90***	\$16.99
<b>Family Friendly &amp; Select XM</b>	Approx. 130	\$25.90***	\$14.99
<b>Family Friendly</b>	Approx. 120	\$12.95	\$11.95
<b>Mostly Music</b> Commercial Free Music (59) Family and Kids (4) Religion (3) Emergency (2)	Approx. 65	\$12.95	\$9.99
<b>News, Sports &amp; Talk</b> Sports Channels (8) Talk and Entertainment (10) Family and Kids (4) Religion (3) News (13) Traffic and Weather (11) Emergency (2)	Approx. 50	\$12.95	\$9.99

\*Available only for subscribers using next generation receivers who select channels via the Internet.

\*\*Consumers may block adult-themed content. Consumers who elect to block adult-themed content will be provided a monthly credit.

\*\*\*Currently requires two subscriptions.

All content is subject to change from time to time due to contractual relationships with third-party providers and for other reasons.

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## About SIRIUS

SIRIUS, "The Best Radio on Radio," delivers more than 130 channels of the best programming in all of radio. SIRIUS is the original and only home of 100% commercial free music channels in satellite radio, offering 69 music channels. SIRIUS also delivers 65 channels of sports, news, talk, entertainment, traffic, weather and data. SIRIUS is the Official Satellite Radio Partner of the NFL, NASCAR and NBA, and broadcasts live play-by-play games of the NFL and NBA, as well as live NASCAR races. All SIRIUS programming is available for a monthly subscription fee of only \$12.95.

SIRIUS Internet Radio (SIR) is a CD-quality, Internet-only version of the SIRIUS radio service, without the use of a radio, for the monthly subscription fee of \$12.95. SIR delivers more than 75 channels of talk, entertainment, sports, and 100% commercial free music.

SIRIUS products for the car, truck, home, RV and boat are available in more than 25,000 retail locations, including Best Buy, Circuit City, Crutchfield, Costco, Target, Wal-Mart, Sam's Club, RadioShack and at [shop.sirius.com](http://shop.sirius.com).

SIRIUS radios are offered in vehicles from Audi, Bentley, BMW, Chrysler, Dodge, Ford, Infiniti, Jaguar, Jeep(R), Land Rover, Lexus, Lincoln, Mercury, Maybach, Mazda, Mercedes-Benz, MINI, Mitsubishi, Nissan, Rolls Royce, Scion, Toyota, Volkswagen, and Volvo. Hertz also offers SIRIUS in its rental cars at major locations around the country.

Click on [www.sirius.com](http://www.sirius.com) to listen to SIRIUS live, or to purchase a SIRIUS radio and subscription.

Any statements that express, or involve discussions as to, expectations, beliefs, plans, objectives, assumptions, future events or performance with respect to SIRIUS Satellite Radio Inc. are not historical facts and may be forward-looking and, accordingly, such statements involve estimates, assumptions and uncertainties which could cause actual results to differ materially from those expressed in any forward-looking statements. Accordingly, any such statements are qualified in their entirety by reference to the factors discussed in our Annual Report on Form 10-K for the year ended December 31, 2006 filed with the Securities and Exchange Commission. Among the significant factors that could cause our actual results to differ materially from those expressed are: our pending merger with XM Satellite Radio Holdings, Inc. ("XM"), including related uncertainties and risks and the impact on our business if the merger is not completed; any events which affect the useful life of our satellites; our dependence upon third parties, including manufacturers of SIRIUS radios, retailers, automakers and programming providers; and our competitive position versus other audio entertainment providers.

## **About XM**

XM is America's number one satellite radio company with more than 8 million subscribers. Broadcasting live daily from studios in Washington, DC, New York City, Chicago, the Country Music Hall of Fame in Nashville, Toronto and Montreal, XM's 2007 lineup includes more than 170 digital channels of choice from coast to coast: commercial-free music, premier sports, news, talk radio, comedy, children's and entertainment programming; and the most advanced traffic and weather information.

XM, the leader in satellite-delivered entertainment and data services for the automobile market through partnerships with General Motors, Honda, Hyundai, Nissan, Porsche, Subaru, Suzuki and Toyota is available in 140 different vehicle models for 2007. XM's industry-leading products are available at consumer electronics retailers nationwide. For more information about XM hardware, programming and partnerships, please visit <http://www.xmradio.com>.

## **Important Additional Information Will be Filed with the SEC**

This communication is being made in respect of the proposed business combination involving SIRIUS and XM. In connection with the proposed transaction, SIRIUS plans to file with the SEC a Registration Statement on Form S-4 containing a Joint Proxy Statement/Prospectus and SIRIUS and XM plan to file with the SEC other documents regarding the proposed transaction. The definitive Joint Proxy Statement/Prospectus will be mailed to stockholders of SIRIUS and XM. **INVESTORS AND SECURITY HOLDERS OF SIRIUS AND XM ARE URGED TO READ THE JOINT PROXY STATEMENT/PROSPECTUS AND OTHER DOCUMENTS FILED WITH THE SEC CAREFULLY IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION.**

Investors and security holders will be able to obtain free copies of the Registration Statement and the Joint Proxy Statement/Prospectus (when available) and other documents filed with the SEC by SIRIUS and XM through the web site maintained by the SEC at <http://www.sec.gov>. Free copies of the Registration Statement and the Joint Proxy Statement/Prospectus (when available) and other documents filed with the SEC can also be obtained by directing a request to SIRIUS Satellite Radio Inc., 1221 Avenue of the Americas, New York, NY 10020, Attention: Investor Relations.

SIRIUS, XM and their respective directors and executive officers and other persons may be deemed to be participants in the solicitation of proxies in respect of the proposed transaction. Information regarding SIRIUS' directors and executive officers is available in its Annual Report on Form 10-K for the year ended December 31, 2006, which was filed with the SEC on March 1, 2007, and its proxy statement for its 2007 annual meeting of stockholders, which was filed with the SEC on April 23, 2007, and information regarding XM's directors and executive officers is available in XM's Annual Report on Form 10-K, for the year ended December 31, 2006, which was filed with the SEC on March 1, 2007.



and its proxy statement for its 2007 annual meeting of shareholders, which was filed with the SEC on April 17, 2007. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the Joint Proxy Statement/Prospectus and other relevant materials to be filed with the SEC when they become available.

**SIRIUS**

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**XM**

**Media Relations**

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Chance.Patterson@xmradio.com

# Summary of Sirius Post-Merger Channel Line Up Proposal



OFFERING	# CHANNELS	MONTHLY PRICE: CURRENT	MONTHLY PRICE: POST-MERGER
Sirius Everything**	Approx. 130	\$12.95	\$12.95
A La Carte I*	Pick Your Own 50 (Optional: Add a Channel @ \$.25 Each; Add Super Premium Packages @ \$6.00 or \$5.00 Each)	\$12.95	Starting at \$6.99
A La Carte II*	Pick Your Own 100 (Including some best of XM)	\$25.90***	\$14.99
Sirius Everything & Select XM**	Approx. 140	\$25.90***	\$16.99
Family Friendly & Select XM	Approx. 130	\$25.90***	\$14.99
Family Friendly	Approx. 120	\$12.95	\$11.95
Mostly Music Commercial Free Music (59) Family and Kids (4) Religion (3) Emergency (2)	Approx. 65	\$12.95	\$9.99
News, Sports & Talk Sports Channels (8) Talk and Entertainment (10) Family and Kids (4) Religion (3) News (13) Traffic and Weather (11) Emergency (2)	Approx. 50	\$12.95	\$9.99

All content is subject to change from time to time due to contractual relationships with third-party providers and for other reasons.

\*Available only for subscribers using next generation receivers who select channels via the Internet.

\*\*Consumers may block adult-themed content. Consumers who elect to block adult-themed content will be provided a monthly credit.

\*\*\*Currently requires two subscriptions.

# Sirius Everything

\$12.95



## COMMERCIAL FREE MUSIC (59)

Starlite  
Sirius Love  
Movin' Easy  
SIRIUS Gold  
60s Vibrations  
Totally 70s  
Big 80s  
The Pulse  
The Bridge  
BBC Radio One  
Super Shuffle  
Classic Rewind  
Classic Vinyl  
The Vault  
Jam On  
Spectrum  
Buzzsaw  
Octane  
Alt Nation  
First Wave  
Hair Nation  
Lithium  
Underground Garage  
Left of Center  
Hard Attack  
Punk  
Coffeehouse  
Disorder  
Area 33  
Boombox  
Chill  
The Beat  
The Strobe  
Reggae  
Hot Jamz

Heart and Soul  
Soul Town

New Country  
Prime Country  
Roadhouse  
Outlaw Country  
Bluegrass  
Spirit  
Praise  
Planet Jazz  
Pure Jazz  
Jazz Café  
Spa73  
Blues  
Broadway's Best  
Symphony Hall  
SIRIUS Pops  
Universo Latino  
Rumbon  
Band e part  
Rock Velours  
Energie2  
CBC Radio 3  
Iceberg Radio

## PREMIUM MUSIC (9)

Elvis  
Margaritaville  
Shade 45  
Faction  
Hip Hop Nation  
Back Spin  
Sirius Hits 1  
Siriusly Sinatra  
Metropolitan Opera

## SPORTS CHANNELS (7)

Sports Action  
ESPN Radio  
ESPNNews  
ESPN Deportes  
NBA Radio  
NFL Radio  
Hardcore Sports

## PLAY-BY-PLAY SPORTS (5 DEDICATED)

NFL, NBA, NASCAR  
and College sports  
play by play

## TALK AND ENTERTAINMENT (10)

ABC News & Talk  
SIRIUS Patriot  
SIRIUS Left  
Road Dog Trucking  
Laugh Break Comedy  
NPR Now  
NPR Talk  
E!  
Fox News Talk  
Maxim

## PREMIUM ENTERTAINMENT (11)

Howard 100  
Howard 101  
Martha Stewart  
COSMO

Playboy  
Out Q  
Sirius Stars  
Fox News  
Foxhole  
Blue Collar Comedy  
Raw Dog Comedy

## FAMILY AND KIDS (4)

Lime  
Radio Disney  
Kids Stuff  
Radio Classics

## RELIGION (3)

Catholic Channel  
EWTN Radio  
Christian Talk

## NEWS (13)

CNN  
CNN Headline  
CBC Radio One  
CNN En Espanol  
Radio Korea  
Premiere Plus  
InfoPlus  
RCI  
Court TV  
Bloomberg  
CNBC  
World Radio Netw.  
BBC World Service

## TRAFFIC AND WEATHER (11)

New York  
Phila/Boston  
Los Angeles  
Chicago/St. Louis  
DC/Baltimore  
Atlanta/Miami  
Dallas/Houston  
Detroit/LV  
SF/Seattle  
Phoenix/San Diego  
Orlando/Tampa

## EMERGENCY (2)

SIRIUS Weather &  
Emergency  
Canada Weather

# A La Carte I (Pick Your Own 50)

Starting at \$6.99

Optional: Add a Channel-\$.25 each;

Super Premium: Howard Pkg.-\$6.00; Sports Pkg.-\$5.00



## COMMERCIAL FREE MUSIC (59)

Starlite  
Sirius Love  
Movin' Easy  
SIRIUS Gold  
60s Vibrations  
Totally 70s  
Big 80s  
The Pulse  
The Bridge  
BBC Radio One  
Super Shuffle  
Classic Rewind  
Classic Vinyl  
The Vault  
Jam On  
Spectrum  
Buzzsaw  
Octane  
Alt Nation  
First Wave  
Hair Nation  
Lithium  
Underground Garage  
Left of Center  
Hard Attack  
Punk  
Coffeehouse  
Disorder  
Area 33  
Boombox  
Chill  
The Beat  
The Strobe  
Reggae  
Hot Jamz

Heart and Soul  
Soul Town  
New Country  
Prime Country  
Roadhouse  
Outlaw Country  
Bluegrass  
Spirit  
Praise  
Planet Jazz  
Pure Jazz  
Jazz Café  
Spa73  
Blues  
Broadway's Best  
Symphony Hall  
SIRIUS Pops  
Universo Latino  
Rumbon  
Band e part  
Rock Velours  
Energie2  
CBC Radio 3  
Iceberg Radio

## SPORTS CHANNELS (7)

Sports Action  
ESPN Radio  
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## TALK AND ENTERTAINMENT (10)

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SIRIUS Left  
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NPR Talk  
E!  
Fox News Talk  
Maxim

## FAMILY AND KIDS (4)

Lime  
Radio Disney  
Kids Stuff  
Radio Classics

## RELIGION (3)

Catholic Channel  
EWTN Radio  
Christian Talk

## NEWS (13)

CNN  
CNN Headline  
CBC Radio One  
CNN En Espanol  
Radio Korea  
Premiere Plus  
InfoPlus  
RCI  
Court TV  
Bloomberg

CNBC  
World Radio Netw.  
BBC World Service

## TRAFFIC AND WEATHER (11)

New York  
Phila/Boston  
Los Angeles  
Chicago/St. Louis  
DC/Baltimore  
Atlanta/Miami  
Dallas/Houston  
Detroit/LV  
SF/Seattle  
Phoenix/San Diego  
Orlando/Tampa

## EMERGENCY (2)

SIRIUS Weather &  
Emergency  
Canada Weather

## ADD A CHANNEL - \$.25 EACH

Shade 45  
Faction  
Hip Hop Nation  
Back Spin  
Siriusly Sinatra  
COSMO  
Playboy  
Out Q  
Foxxhole  
Blue Collar Comedy  
NBA play by play  
Martha Stewart

Sirius Stars  
Fox News  
Raw Dog Comedy  
Elvis  
Margaritaville  
Sirius Hits 1  
Metropolitan Opera

## SUPER PREMIUM:

**Howard Pkg.-\$6.00**  
Howard 100  
Howard 101

**Sports Pkg.-\$5.00**  
NFL play by play  
College play by play  
NASCAR

# A La Carte II (Pick Your Own 100)

\$14.99



## COMMERCIAL FREE MUSIC (59)

Starlite  
Sirius Love  
Movin' Easy  
SIRIUS Gold  
60s Vibrations  
Totally 70s  
Big 80s  
The Pulse  
The Bridge  
BBC Radio One  
Super Shuffle  
Classic Rewind  
Classic Vinyl  
The Vault  
Jam On  
Spectrum  
Buzzsaw  
Octane  
Alt Nation  
First Wave  
Hair Nation  
Lithium  
Underground Garage  
Left of Center  
Hard Attack  
Punk  
Coffeehouse  
Disorder  
Area 33  
Boombox  
Chill  
The Beat  
The Strobe  
Reggae  
Hot Jamz

Heart and Soul  
Soul Town

New Country  
Prime Country  
Roadhouse  
Outlaw Country  
Bluegrass  
Spirit  
Praise  
Planet Jazz  
Pure Jazz  
Jazz Café  
Spa73  
Blues  
Broadway's Best  
Symphony Hall  
SIRIUS Pops  
Universo Latino  
Rumbon  
Band e part  
Rock Velours  
Energie2  
CBC Radio 3  
Iceberg Radio

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Metropolitan Opera

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Sports Action  
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NFL, NBA, NASCAR  
and College sports  
play by play

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ABC News & Talk  
SIRIUS Patriot  
SIRIUS Left  
Road Dog Trucking  
Laugh Break Comedy  
NPR Now  
NPR Talk  
E!  
Fox News Talk  
Maxim

## PREMIUM ENTERTAINMENT (11)

Howard 100  
Howard 101  
Martha Stewart  
COSMO

Playboy  
Out Q  
Sirius Stars  
Fox News  
Foxhole  
Blue Collar Comedy  
Raw Dog Comedy

## FAMILY AND KIDS (4)

Lime  
Radio Disney  
Kids Stuff  
Radio Classics

## RELIGION (3)

Catholic Channel  
EWTN Radio  
Christian Talk

## NEWS (13)

CNN  
CNN Headline  
CBC Radio One  
CNN En Espanol  
Radio Korea  
Premiere Plus  
InfoPlus  
RCI  
Court TV  
Bloomberg  
CNBC  
World Radio Netw.  
BBC World Service

## TRAFFIC AND WEATHER (11)

New York  
Phila/Boston  
Los Angeles  
Chicago/St. Louis  
DC/Baltimore  
Atlanta/Miami  
Dallas/Houston  
Detroit/LV  
SF/Seattle  
Phoenix/San Diego  
Orlando/Tampa

## EMERGENCY (2)

SIRIUS Weather &  
Emergency  
Canada Weather

## XM

11 top selections  
from XM

# Sirius Everything & Select XM

\$16.99



## COMMERCIAL FREE MUSIC (59)

Starlite  
Sirius Love  
Movin' Easy  
SIRIUS Gold  
60s Vibrations  
Totally 70s  
Big 80s  
The Pulse  
The Bridge  
BBC Radio One  
Super Shuffle  
Classic Rewind  
Classic Vinyl  
The Vault  
Jam On  
Spectrum  
Buzzsaw  
Octane  
Alt Nation  
First Wave  
Hair Nation  
Lithium  
Underground Garage  
Left of Center  
Hard Attack  
Punk  
Coffeehouse  
Disorder  
Area 33  
Boombox  
Chill  
The Beat  
The Strobe  
Reggae  
Hot Jamz

Heart and Soul  
Soul Town  
New Country  
Prime Country  
Roadhouse  
Outlaw Country  
Bluegrass  
Spirit  
Praise  
Planet Jazz  
Pure Jazz  
Jazz Café  
Spa73  
Blues  
Broadway's Best  
Symphony Hall  
SIRIUS Pops  
Universo Latino  
Rumbon  
Band e part  
Rock Velours  
Energie2  
CBC Radio 3  
Iceberg Radio

## PREMIUM MUSIC (9)

Elvis  
Margaritaville  
Shade 45  
Faction  
Hip Hop Nation  
Back Spin  
Sirius Hits 1  
Siriusly Sinatra  
Metropolitan Opera

## SPORTS CHANNELS (7)

Sports Action  
ESPN Radio  
ESPNNews  
ESPN Desportes  
NBA Radio  
NFL Radio  
Hardcore Sports

## PLAY-BY-PLAY SPORTS (5 DEDICATED)

NFL, NBA, NASCAR  
and College sports  
play by play

## TALK AND ENTERTAINMENT (10)

ABC News & Talk  
SIRIUS Patriot  
SIRIUS Left  
Road Dog Trucking  
Laugh Break Comedy  
NPR Now  
NPR Talk  
E!  
Fox News Talk  
Maxim

## PREMIUM ENTERTAINMENT (11)

Howard 100  
Howard 101  
Martha Stewart  
COSMO

Playboy  
Out Q  
Sirius Stars  
Fox News  
Foxxhole  
Blue Collar Comedy  
Raw Dog Comedy

## FAMILY AND KIDS (4)

Lime  
Radio Disney  
Kids Stuff  
Radio Classics

## RELIGION (3)

Catholic Channel  
EWTN Radio  
Christian Talk

## NEWS (13)

CNN  
CNN Headline  
CBC Radio One  
CNN En Espanol  
Radio Korea  
Premiere Plus  
InfoPlus  
RCI  
Court TV  
Bloomberg  
CNBC  
World Radio Netw.  
BBC World Service

## TRAFFIC AND WEATHER (11)

New York  
Phila/Boston  
Los Angeles  
Chicago/St. Louis  
DC/Baltimore  
Atlanta/Miami  
Dallas/Houston  
Detroit/LV  
SF/Seattle  
Phoenix/San Diego  
Orlando/Tampa

## EMERGENCY (2)

SIRIUS Weather &  
Emergency  
Canada Weather

## XM

11 top selections  
from XM

# Mostly Music

\$9.99



## COMMERCIAL FREE MUSIC (59)

Starlite  
Sirius Love  
Movin' Easy  
SIRIUS Gold  
60s Vibrations  
Totally 70s  
Big 80s  
The Pulse  
The Bridge  
BBC Radio One  
Super Shuffle  
Classic Rewind  
Classic Vinyl  
The Vault  
Jam On  
Spectrum  
Buzzsaw  
Octane  
Alt Nation  
First Wave  
Hair Nation  
Lithium  
Underground Garage  
Left of Center  
Hard Attack  
Punk  
Coffeehouse  
Disorder  
Area 33  
Boombox  
Chill  
The Beat  
The Strobe  
Reggae

Hot Jamz  
Heart and Soul  
Soul Town  
New Country  
Prime Country  
Roadhouse  
Outlaw Country  
Bluegrass  
Spirit  
Praise  
Planet Jazz  
Pure Jazz  
Jazz Café  
Spa73  
Blues  
Broadway's Best  
Symphony Hall  
SIRIUS Pops  
Universo Latino  
Rumbon  
Band e part  
Rock Velours  
Energie2  
CBC Radio 3  
Iceberg Radio

## FAMILY AND KIDS (4)

Lime  
Radio Disney  
Kids Stuff  
Radio Classics

## RELIGION (3)

Catholic Channel  
EWTN Radio  
Christian Talk

## EMERGENCY (2)

SIRIUS Weather &  
Emergency  
Canada Weather

# News, Sports & Talk

\$9.99



## **SPORTS CHANNELS (7)**

Sports Action  
ESPN Radio  
ESPNews  
ESPN Desportes  
NBA Radio  
NFL Radio  
Hardcore Sports

## **TALK AND ENTERTAINMENT (10)**

ABC News & Talk  
SIRIUS Patriot  
SIRIUS Left  
Road Dog Trucking  
Laugh Break Comedy  
NPR Now  
NPR Talk  
E!  
Fox News Talk  
Maxim

## **FAMILY AND KIDS (4)**

Lime  
Radio Disney  
Kids Stuff  
Radio Classics

## **RELIGION (3)**

Catholic Channel  
EWTN Radio  
Christian Talk

## **NEWS (13)**

CNN  
CNN Headline  
CBC Radio One  
CNN En Espanol  
Radio Korea  
Premiere Plus  
InfoPlus  
RCI  
Court TV  
Bloomberg  
CNBC  
World Radio Netw.  
BBC World Service

## **TRAFFIC AND WEATHER (11)**

New York  
Phila/Boston  
Los Angeles  
Chicago/St. Louis  
DC/Baltimore  
Atlanta/Miami  
Dallas/Houston  
Detroit/LV  
SF/Seattle  
Phoenix/San Diego  
Orlando/Tampa

## **EMERGENCY (2)**

SIRIUS Weather & Emergency  
Canada Weather



# Summary of XM Post-Merger Channel Line Up Proposal



OFFERING	# CHANNELS	MONTHLY PRICE: CURRENT	MONTHLY PRICE: POST-MERGER
XM Everything**	Approx. 170	\$12.95	\$12.95
A La Carte I*	Pick Your Own 50 from all but Premium (Optional: Add a Channel @\$.25 each; Add Super Premium Packages @ \$3.00 or \$6.00 each)	\$12.95	Starting at \$6.99
A La Carte II*	Pick Your Own 100 (including some best of Sirius)	\$25.90***	\$14.99
XM Everything & Select Sirius**	Approx. 180	\$25.90***	\$16.99
Family Friendly & Select Sirius	Approx. 170	\$25.90***	\$14.99
Family Friendly	Approx. 160	\$12.95	\$11.95
Mostly Music Commercial Free Music (58) More Music (5) Kids (2) Religion (1) Emergency & Weather (1)	Approx. 65	\$12.95	\$9.99
News, Sports & Talk News (12) Sports (10) Kids (2) Talk and Entertainment (15) Traffic, Weather and Alerts (21) Religion (1) Emergency & Weather (1)	Approx. 60	\$12.95	\$9.99

All content is subject to change from time to time due to contractual relationships with third-party providers and for other reasons.

\*Available only for subscribers using next generation receivers who select channels via the Internet.

\*\*Consumers may block adult-themed content. Consumers who elect to block adult-themed content will be provided a monthly credit.

\*\*\*Currently requires two subscriptions.

# XM Everything

## \$12.95



### COMMERCIAL FREE MUSIC (58)

The '40s  
The '50s  
The '60s  
The '70s  
The '80s  
The '90s  
America  
X Country  
Bluegrass Junction  
The Village  
U.S. Country  
The Heart  
The Blend  
Flight 26  
Cinemagic  
On Broadway  
U-Pop  
Hitlist  
The Message  
Spirit  
Enlighten  
Deep Tracks  
XMU  
Fred  
XM Café  
Top Tracks  
Ethel  
Big Tracks  
Loft  
Verge  
Lucy  
Soul Street  
Suite 62  
The Groove  
The City

The Heat  
Real Jazz  
Watercolors  
Beyond Jazz  
High Standards  
Bluesville  
Fine Tuning  
Audio Visions  
Escape  
The Move  
BPM  
Chrome  
The Chill  
Fuego  
Viva  
Aguila  
Caliente  
Air Musique  
The Joint  
Sur la Route  
XM Classics  
Vox  
XM Pops

### PREMIUM MUSIC (10)

XXM  
Willie's Place  
Highway 16  
20 on 20  
Boneyard  
Liquid Metal  
Squizz  
Fungus  
Rhyme  
Raw

### NEWS (12)

CNN  
CNN Headline News  
ABC News & Talk  
CNN en Espanol  
CNBC  
Bloomberg Radio  
POTUS '08  
BBC  
C-SPAN  
XM Public Radio  
Canada 360  
Quoi de Neuf?

### SPORTS (10)

ESPN Radio  
ESPN News  
Fox Sports Radio  
IndyCar  
XM Deportivo  
XMSN  
MLB Home Plate  
NHL Home Ice  
XM Sports Guide  
Calendar Sportif

### KIDS (2)

Radio Disney  
XM Kids

### PREMIUM ENTERTAINMENT (8)

Virus  
XM Comedy  
Laugh Attack  
Oprah & Friends

Take Five  
Fox News  
America Right  
Air America

### PLAY-BY-PLAY SPORTS (36 DEDICATED)

PGA Tour (1)  
MLB (15)  
NHL (5)  
College Sports (15)

### TALK & ENTERTAINMENT (13)

XM Live  
Extreme XM  
E!  
Sonic Theater  
National Lampoon  
Radio Classics  
Talk Radio  
Fox News Talk  
The Power  
Family Talk  
Open Road  
Radio Parallele  
Reach MD

### REGIONAL TALK, NEWS & MUSIC (6)

Nashville!  
KISS  
Mix  
Sunny  
WSIX  
WLW

### TRAFFIC, WEATHER & ALERTS (21)

Boston  
New York  
Philadelphia  
Baltimore  
Washington, DC  
Pittsburgh  
Detroit  
Chicago  
St. Louis  
Minneapolis/St. Paul  
Seattle  
San Francisco  
Los Angeles  
San Diego  
Phoenix  
Dallas  
Houston  
Atlanta  
Tampa  
Orlando  
Miami

### EMERGENCY & WEATHER (1)

Emergency Alert /  
Weather Channel

# A La Carte I (Pick Your Own 50)

**Starting at \$6.99**

Optional: Add a Channel-\$.25 each; Super Premium:  
O&A Pkg.-\$3.00; Oprah Pkg.-\$3.00; Sports Pkg.-\$6.00



## COMMERCIAL FREE MUSIC (58)

The '40s  
The '50s  
The '60s  
The '70s  
The '80s  
The '90s  
America  
X Country  
Bluegrass Junction  
The Village  
U.S. Country  
The Heart  
The Blend  
Flight 26  
Cinemagic  
On Broadway  
U-Pop  
Hitlist  
The Message  
Spirit  
Enlighten  
Deep Tracks  
XMU  
Fred  
XM Café  
Top Tracks  
Ethel  
Big Tracks  
Loft  
Verge  
Lucy  
Soul Street  
Suite 62  
The Groove  
The City

The Heat

Real Jazz

Watercolors

Beyond Jazz

High Standards

Bluesville

Fine Tuning

Audio Visions

Escape

The Move

BPM

Chrome

The Chill

Fuego

Viva

Aguila

Caliente

Air Musique

The Joint

Sur la Route

XM Classics

Vox

XM Pops

## NEWS (12)

CNN  
CNN Headline News  
ABC News & Talk  
CNN en Espanol  
CNBC  
Bloomberg Radio  
POTUS '08  
BBC  
C-SPAN  
XM Public Radio  
Canada 360  
Quoi de Neuf?

## SPORTS (10)

ESPN Radio  
ESPN News  
Fox Sports Radio  
IndyCar  
XM Deportivo  
XMSN  
MLB Home Plate  
NHL Home Ice  
XM Sports Guide  
Calendar Sportif

## KIDS (2)

Radio Disney  
XM Kids

## TALK & ENTERTAINMENT (13)

XM Live  
Extreme XM  
E!  
Sonic Theater  
National Lampoon  
Radio Classics  
Talk Radio  
Fox News Talk  
The Power  
Family Talk  
Open Road  
Radio Parallele  
Reach MD

## REGIONAL TALK, NEWS & MUSIC (6)

Nashville!  
KISS  
Mix  
Sunny  
WSIX  
WLW

## TRAFFIC, WEATHER & ALERTS (21)

Boston  
New York  
Philadelphia  
Baltimore  
Washington, DC  
Pittsburgh  
Detroit  
Chicago  
St. Louis  
Minneapolis/St. Paul  
Seattle  
San Francisco  
Los Angeles  
San Diego  
Phoenix  
Dallas  
Houston  
Atlanta  
Tampa  
Orlando  
Miami

## EMERGENCY & WEATHER (1)

Emergency Alert /  
Weather Channel

## ADD A CHANNEL - \$.25 EACH

XXM  
Willie's Place  
Highway 16  
20 on 20  
Boneyard  
Liquid Metal  
Squizz  
Fungus  
Rhyme  
Raw  
XM Comedy  
Laugh Attack  
Take Five  
Fox News  
America Right  
Air America

## SUPER PREMIUM:

O&A Pkg.-\$3.00 (1)  
O&A - Virus

Oprah Pkg.-\$3.00  
(1)

Oprah & Friends

Play by Play Sports  
Pkg-\$6.00 (36)

MLB, PGA, NHL and  
College Sports

# A La Carte II (Pick Your Own 100)

\$14.99



## COMMERCIAL FREE MUSIC (58)

The '40s  
The '50s  
The '60s  
The '70s  
The '80s  
The '90s  
America  
X Country  
Bluegrass Junction  
The Village  
U.S. Country  
The Heart  
The Blend  
Flight 26  
Cinemagic  
On Broadway  
U-Pop  
Hitlist  
The Message  
Spirit  
Enlighten  
Deep Tracks  
XMU  
Fred  
XM Café  
Top Tracks  
Ethel  
Big Tracks  
Loft  
Verge  
Lucy  
Soul Street  
Suite 62  
The Groove  
The City

The Heat  
Real Jazz  
Watercolors  
Beyond Jazz  
High Standards  
Bluesville  
Fine Tuning  
Audio Visions  
Escape  
The Move  
BPM  
Chrome  
The Chill  
Fuego  
Viva  
Aguila  
Caliente  
Air Musique  
The Joint  
Sur la Route  
XM Classics  
Vox  
XM Pops

## PREMIUM MUSIC (10)

XXM  
Willie's Place  
Highway 16  
20 on 20  
Boneyard  
Liquid Metal  
Squizz  
Fungus  
Rhyme  
Raw

## NEWS (12)

CNN  
CNN Headline News  
ABC News & Talk  
CNN en Espanol  
CNBC  
Bloomberg Radio  
POTUS '08  
BBC  
C-SPAN  
XM Public Radio  
Canada 360  
Quoi de Neuf?

## SPORTS (10)

ESPN Radio  
ESPN News  
Fox Sports Radio  
IndyCar  
XM Deportivo  
XMSN  
MLB Home Plate  
NHL Home Ice  
XM Sports Guide  
Calendar Sportif

## KIDS (2)

Radio Disney  
XM Kids

## PREMIUM ENTERTAINMENT (8)

Virus  
XM Comedy  
Laugh Attack  
Oprah & Friends

Take Five  
Fox News  
America Right  
Air America

## PLAY-BY-PLAY SPORTS (36 DEDICATED)

PGA Tour (1)  
MLB (15)  
NHL (5)  
College Sports (15)

## TALK & ENTERTAINMENT (13)

XM Live  
Extreme XM  
E!  
Sonic Theater  
National Lampoon  
Radio Classics  
Talk Radio  
Fox News Talk  
The Power  
Family Talk  
Open Road  
Radio Parallele  
Reach MD

## REGIONAL TALK, NEWS & MUSIC (6)

Nashville!  
KISS  
Mix  
Sunny

WSIX  
WLW

## TRAFFIC, WEATHER & ALERTS (21)

Boston  
New York  
Philadelphia  
Baltimore  
Washington, DC  
Pittsburgh  
Detroit  
Chicago  
St. Louis  
Minneapolis/St. Paul  
Seattle  
San Francisco  
Los Angeles  
San Diego  
Phoenix  
Dallas  
Houston  
Atlanta  
Tampa  
Orlando  
Miami

## EMERGENCY & WEATHER (1)

Emergency Alert /  
Weather Channel

## SELECT SIRIUS

11 top selections  
from Sirius

# XM Everything & Select Sirius

\$16.99



## COMMERCIAL FREE MUSIC (58)

The '40s  
The '50s  
The '60s  
The '70s  
The '80s  
The '90s  
America  
X Country  
Bluegrass Junction  
The Village  
U.S. Country  
The Heart  
The Blend  
Flight 26  
Cinemagic  
On Broadway  
U-Pop  
Hitlist  
The Message  
Spirit  
Enlighten  
Deep Tracks  
XMU  
Fred  
XM Café  
Top Tracks  
Ethel  
Big Tracks  
Loft  
Verge  
Lucy  
Soul Street  
Suite 62  
The Groove  
The City

The Heat  
Real Jazz  
Watercolors  
Beyond Jazz  
High Standards  
Bluesville  
Fine Tuning  
Audio Visions  
Escape  
The Move  
BPM  
Chrome  
The Chill  
Fuego  
Viva  
Aguila  
Caliente  
Air Musique  
The Joint  
Sur la Route  
XM Classics  
Vox  
XM Pops

## PREMIUM MUSIC (10)

XXM  
Willie's Place  
Highway 16  
20 on 20  
Boneyard  
Liquid Metal  
Squizz  
Fungus  
Rhyme  
Raw

## NEWS (12)

CNN  
CNN Headline News  
ABC News & Talk  
CNN en Espanol  
CNBC  
Bloomberg Radio  
POTUS '08  
BBC  
C-SPAN  
XM Public Radio  
Canada 360  
Quoi de Neuf?

## SPORTS (10)

ESPN Radio  
ESPN News  
Fox Sports Radio  
IndyCar  
XM Deportivo  
XMSN  
MLB Home Plate  
NHL Home Ice  
XM Sports Guide  
Calendar Sportif

## KIDS (2)

Radio Disney  
XM Kids

## PREMIUM ENTERTAINMENT (8)

Virus  
XM Comedy  
Laugh Attack  
Oprah & Friends

Take Five  
Fox News  
America Right  
Air America

## PLAY-BY-PLAY SPORTS (36 DEDICATED)

PGA Tour (1)  
MLB (15)  
NHL (5)  
College Sports (15)

## TALK & ENTERTAINMENT (13)

XM Live  
Extreme XM  
E!  
Sonic Theater  
National Lampoon  
Radio Classics  
Talk Radio  
Fox News Talk  
The Power  
Family Talk  
Open Road  
Radio Parallele  
Reach MD

## REGIONAL TALK, NEWS & MUSIC (6)

Nashville!  
KISS  
Mix  
Sunny  
WSIX  
WLW

## TRAFFIC, WEATHER & ALERTS (21)

Boston  
New York  
Philadelphia  
Baltimore  
Washington, DC  
Pittsburgh  
Detroit  
Chicago  
St. Louis  
Minneapolis/St. Paul  
Seattle  
San Francisco  
Los Angeles  
San Diego  
Phoenix  
Dallas  
Houston  
Atlanta  
Tampa  
Orlando  
Miami

## EMERGENCY & WEATHER (1)

Emergency Alert /  
Weather Channel

## SELECT SIRIUS

11 top selections  
from Sirius

# Mostly Music

\$9.99



## COMMERCIAL FREE MUSIC (58)

The '40s  
The '50s  
The '60s  
The '70s  
The '80s  
The '90s  
America  
X Country  
Bluegrass Junction  
The Village  
U.S. Country  
The Heart  
The Blend  
Flight 26  
Cinemagic  
On Broadway  
U-Pop  
Hitlist  
The Message  
Spirit  
Enlighten  
Deep Tracks  
XMU  
Fred  
XM Café  
Top Tracks  
Ethel  
Big Tracks  
Loft  
Verge  
Lucy  
Soul Street  
Suite 62  
The Groove

The City  
The Heat  
Real Jazz  
Watercolors  
Beyond Jazz  
High Standards  
Bluesville  
Fine Tuning  
Audio Visions  
Escape  
The Move  
BPM  
Chrome  
The Chill  
Fuego  
Viva  
Aguila  
Caliente  
Air Musique  
The Joint  
Sur la Route  
XM Classics  
Vox  
XM Pops

## MORE MUSIC (5)

Nashville!  
KISS  
Mix  
Sunny  
WSIX  
WLW

## KIDS (2)

Radio Disney  
XM Kids

## RELIGION (1)

Family Talk

## EMERGENCY & WEATHER (1)

Emergency Alert /  
Weather Channel

# News, Sports & Talk

\$9.99



## NEWS (12)

CNN  
CNN Headline News  
ABC News & Talk  
CNN en Espanol  
CNBC  
Bloomberg Radio  
POTUS '08  
BBC  
C-SPAN  
XM Public Radio  
Canada 360  
Quoi de Neuf?

## SPORTS (10)

ESPN Radio  
ESPN News  
Fox Sports Radio  
XMSN  
IndyCar  
XM Deportivo  
MLB Home Plate  
NHL Home Ice  
XM Sports Guide  
Calendar Sportif

## KIDS (2)

Radio Disney  
XM Kids

## TALK AND ENTERTAINMENT (15)

XM Live  
Extreme XM  
Take Five  
E!  
Sonic Theater  
National Lampoon  
Radio Classics  
Talk Radio  
America Right  
Air America  
Fox News Talk  
The Power  
Open Road  
Radio Parallele  
Reach MD

## TRAFFIC, WEATHER AND ALERTS (22)

Boston  
New York  
Philadelphia  
Baltimore  
Washington, DC  
Pittsburgh  
Detroit  
Chicago  
St. Louis  
Minneapolis/St. Paul  
Seattle  
San Francisco  
Los Angeles  
San Diego  
Phoenix

Dallas  
Houston  
Atlanta  
Tampa  
Orlando  
Miami

## EMERGENCY & WEATHER (1)

Emergency Alert /  
Weather Channel

## RELIGION (1)

Family Talk